

## **ANNUAL GENERAL MEETING NOTICE**

Notice is hereby given that the 29th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 30th September, 2022 at 10.00 a.m. at its Registered Office at Plot No. 365, Phase II, Industrial Estate, Panchkula, Haryana - 134113 to transact the following business:-

### **ORDINARY BUSINESS**

1. To consider and adopt:
  - (a) The audited financial statement of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon; and
  - (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2022.
2. To appoint a director in place of Mr. Arvind Mahajan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s Gopal Bhargawa & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of directors of the company.”

### **SPECIAL BUSINESS**

4. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**

“**RESOLVED THAT** pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members be and is hereby accorded by way of special resolution for increase in remuneration payable to Mr. Akhil Mahajan as Executive Director of the company w.e.f. 1st March, 2022.

**FURTHER RESOLVED THAT** Mr. Akhil Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.

**FURTHER RESOLVED THAT** in consideration of his services as Executive Director, Mr. Akhil Mahajan shall be paid the following remuneration:

- A. Salary Rs. 8,00,000/- (Rs. Eight Lakh) per month.
- B. **Commission:** As may be decided by the board from time to time but not exceeding 1.50% of the turnover
- C. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee and his family.



- D. **Club Fee:** Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. **Personal and Accident Insurance:** Premium not to exceed Rs. 10,000 per annum.
- F. **Leave travel:** First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- G. **Car:** Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee
- H. **Telephone:** Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.
- I. **Other Perquisites:** The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration.
- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
  - (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
  - (c) Encashment of leave during/at the end of the tenure.

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Akhil Mahajan will be paid the aforesaid remuneration as minimum remuneration."

5. **To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) Mrs. Dimple Mahajan (DIN: 09665977), who was appointed as an Additional Director by the Board of Directors with effect from August 13, 2022 in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

6. **To consider and if thought fit, to pass with or without modifications, the following resolution as Special resolution:-**

**"RESOLVED THAT** Mr. Karan Singh Jolly (DIN: 08129375), who was appointed as an Additional Director (Non-Executive & Independent Director) of the Company with effect from August 13, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this

Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Karan Singh Jolly, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from August 13, 2022 to August 12, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

By order of the Board  
For Uniroyal Industries Limited

Dated: 13/08/2022  
Place: Panchkula

(Arvind Mahajan)  
Managing Director  
DIN No. 00007397



## NOTES:

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. Members are requested to produce the Attendance Slip at the entrance to the venue.
3. The Attendance Slip and Proxy Form is annexed to the Notice as **ANNXURE 1**.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed to the Notice as **ANNXURE 2**.
5. Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to the Notice as **ANNXURE 3**.
6. Compliance certificate issue by the Managing Director of the Company is annexed to the Notice as **ANNXURE 4**.
7. Compliance certificate issued by the Statutory Auditors of the Company is annexed to the Notice as **ANNXURE 5**.
8. M/s GOPAL BHARGAWA & CO., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 29th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
9. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General meeting.
10. Members are requested to notify to the company immediately change in their address, if any, by sending an email on **cs@uniroyalgroup.com**
11. The Register of Members and Transfer Books of the company will remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive) at the time of Annual General Meeting of the company.
12. Members having any query relating to the Annual Report are requested to write to the company on email at **cs@uniroyalgroup.com**, at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
13. Members are requested to bring their copy of the Annual Report along with them to the meeting, as copies of the Annual Report will not be distributed at the meeting.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In order to register the e-mail ID's, members are requested to send a signed request letter mentioning name, folio number and complete address and e-mail address along with their self attested scanned copy of their PAN Card through e-mail on **cs@uniroyalgroup.com**
17. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is

pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited, Registrar & Transfer Agent of the Company, for facilitating voting through electronic means, as the authorized agency. The facility for voting through remote e - v o t i n g , and e-voting during the AGM will be provided by the Registrar.

**The voting period begins on 27th September, 2022 from 9.00 a.m and ends on 29th September, 2022 at 5.00 p.m. During this period shareholders of the company holding shares either in physical form or in dematerialized form as on cut off date i.e 23.09.2022 record date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.**

**The details of the process and manner for remote e-Voting are explained herein below: Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | <ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ul> |



| Type of shareholders                                                                                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
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| Individual Shareholders holding securities in demat mode with CDSL                                                                            | <ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINK NTIME, Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> </ul> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) & login through their depository participants                                      | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Individual shareholders holding securities in physical form/<br>Non- Individual Shareholders holding securities in demat mode is given below: | <ol style="list-style-type: none"> <li>Open the internet browser and launch the URL:<br/><a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b><br/>Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> </ul> </li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.



## Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

## Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type                                                                                                                               | Helpdesk details                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL<br>Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30<br>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43. |

## Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘forgot password?’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

## Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

## Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:



**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional share holders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

By order of the Board  
For Uniroyal Industries Limited

Dated: 13/08/2022  
Place: Panchkula

(Arvind Mahajan)  
Managing Director  
DIN No. 00007397



### EXPLANATORY STATEMENTS TO ITEM NO. 4 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

Mr. Akhil Mahajan was appointed as Executive Director of the company for a period of 3 years w.e.f 1st September, 2020.

He is looking after the Finance department of the company. The Nomination & Remuneration Committee in its meeting held on 14th February, 2022 has considered and recommended to increase the remuneration being paid to Mr. Akhil Mahajan pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and other provisions applicable, if any, of the Companies Act, 2013. This increase in remuneration of Mr. Akhil Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

Under the management and control of Mr. Akhil Mahajan the performance of the company has been very good and the company is generating profits from the business of the company except for COVID period. Your Board of Directors foresee a better profitability in future. Mr. Akhil Mahajan is contributing his best efforts for the better performance of the company. Under his stewardship the company has expanded manufacturing capacity from time to time.

The members are further informed that considering the size of the company, the remuneration being paid to Mr. Akhil Mahajan is much lower than the comparative remuneration which a person of said profile gets in the textile industry.

The members may consider and pass the proposed resolution as special resolution.

Mr. Akhil Mahajan being himself the appointee, Mr. Arvind Mahajan being his father & Mrs. Rashmi Mahajan being his mother are interested in the proposed resolution.

Additional Details are as per the annexure attached to the notice.

#### ITEM No. 5

The members are informed that as recommended by the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 13.08.2022 had appointed Mrs. Dimple Mahajan as Additional Director of the company w.e.f. 13.08.2022.

Mrs. Dimple Mahajan is the Non-Executive promoter Director of the company

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, have appointed Mrs. Dimple Mahajan as an Additional Director of the Company in capacity of Non-Executive Director with effect from August 13, 2022 liable to retire by rotation, subject to consent by the Members of the Company at the 29th Annual General Meeting. A copy of the letter of appointment, setting out the terms and conditions of appointment of Mrs. Dimple Mahajan, is available for inspection, without any fee, by the members at the Company's registered office and corporate office during normal hours on working days up to the date of the AGM, and also at the Meeting. The Company has received from Mrs. Dimple Mahajan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mrs. Dimple Mahajan for appointment.

Mrs. Dimple Mahajan is aged about 47 years and hold a Diploma in fashion designing. She has rich and vast experience in the field of fashion Designing. She holds 323350 equity shares constituting 3.91% shareholding in the

company. She is the Promoter Director of the company. She is a Director in AM Textiles Limited which is a wholly owned subsidiary of your company.

Mrs. Dimple Mahajan being the proposed appointee and Mr. Akhil Mahajan, Mr. Arvind Mahajan and Mrs. Rashmi Mahajan being their relatives are interested in the proposed resolution. No other Directors/Key Managerial Personnel and her relatives are in any way, concerned or interested, financially or otherwise, in the proposed Resolution. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the members.

#### **ITEM No. 6**

The members are informed that as recommended by the Nomination and Remuneration Committee, the Board appointed Mr. Karan Singh Jolly (DIN: 08129375) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from 13.08.2022 upto 12.08.2027 (both days inclusive), subject to approval by the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Karan Singh Jolly shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director.

Mr. Karan Singh Jolly is aged about 43 years and carries expertise in the management and administration. He has been successfully running hotels and hospitality business in India. He has graduated from HTMi, Hotel and Tourism Management Institute Switzerland and has an experience of about 20 years. He is not a Director in any Listed Company. He does not hold any share in the share capital of your company.

Mr. Karan Singh Jolly has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. (iv) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (v) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Karan Singh Jolly is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Karan Singh Jolly on the Board of the Company and accordingly the Board recommends the appointment of Mr. Karan Singh Jolly as an Independent Director as proposed in the Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members. The terms and conditions of appointment are as per the Special Resolution set forth in Item No. 6 of this notice. Except for Mr. Karan Singh Jolly and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board  
For Uniroyal Industries Limited

Dated: 13/08/2022  
Place: Panchkula

(Arvind Mahajan)  
Managing Director  
DIN No. 00007397



### ITEM NO. 4

#### **General information:**

- (1) Nature of industry: Textiles
- (2) Date or expected date of commencement of commercial production: Already in production
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform in the near future.
- (5) Foreign investments or collaborations, if any: NIL

#### **Information about the appointee:**

- (1) Background details: Mr. Akhil Mahajan has been associated with the company since FY 98-99 as the promoter and the director of the company and has been instrumental in the development and progress of the business of the Company. The Company has achieved year after year growth under his management and control and the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.
- (2) Past remuneration: Rs. 4,00,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and her suitability: Managing the Finance and Administration operations of the Company.
- (5) Remuneration proposed: Rs. 8,00,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. He is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Akhil Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his mother and Mr. Arvind Mahajan being his father disclosed their interest in the matter.

#### **Other information:**

- (1) Reasons of loss or inadequate profits: The Board has assessed the impact of ongoing COVID-19 and expects the performance to improve from here.
- (2) Steps taken or proposed to be taken for improvement: The Board is hopeful that the receding impact of COVID throughout the nation and increase in the consumer spending, will cause increase in the manufacturing and sales of the products.
- (3) Expected increase in productivity and profits in measurable terms: The Company is expected to grow at the rate of about 10% per year.

Dated: 13/08/2022  
Place: Panchkula

By order of the Board  
For Uniroyal Industries Limited

(Arvind Mahajan)  
Managing Director  
DIN No. 00007397